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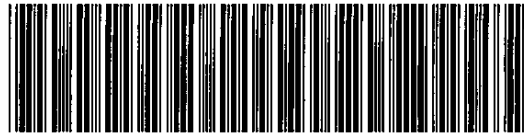
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger
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McAfee & Taft

A PROFESSIONAL CORPORATION

10TH FLOOR • TWO LEADERSHIP SQUARE
211 NORTH ROBINSON • OKLAHOMA CITY, OK 73102-7103
(405) 235-9621 • FAX (405) 235-0439
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January 7, 2008

FEDERAL EXPRESS

PERSONAL AND CONFIDENTIAL

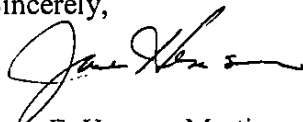
Ms. Susan Payne
Amendments Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Dear Susan:

In follow-up to our telephone conversation this afternoon, enclosed is a check for \$87.50 to cover additional filing fees for the 1) Articles of Merger merging Krimbill Holding Company, an Oklahoma corporation into Krimbill Holding Company, a Florida corporation; and 2) Certificate of Merger merging Krimbill Enterprises LP, an Oklahoma limited partnership into Krimbill Enterprises LP, a Florida limited partnership. In addition, we have included a copy of the Agreement and Plan of Merger on the LP merger if you need it.

Thank you for your assistance and the phone call. If you have questions about the filing please give me a call at 405/552-2362.

Sincerely,



Jane E. Henson-Martin
Legal Assistant

Enclosures

McAfee & Taft

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December 28, 2007

FEDERAL EXPRESS

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Certificates of Merger

Ladies and Gentlemen:

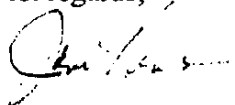
Enclosed for filing are:

1. Articles of Merger (2 copies provided) merging Krimbill Holding Company, an Oklahoma corporation into Krimbill Holding Company, a Florida corporation (FL Filing No. P07000134985); and
2. Certificate of Merger (2 copies provided) merging Krimbill Enterprises LP, an Oklahoma limited partnership into Krimbill Enterprises LP, a Florida limited partnership (FL Filing No. A07000001430).

Also enclosed is our check for \$148.75 to cover the cost of the filing each merger (\$35 for the corporation and \$52.50 for the limited partnership) and certified copy fees (\$8.75 for the corporation and \$52.50 for the limited partnership). In addition, we have included a prepaid return FED EX airbill for filing evidence.

Thank you for your assistance.

Best regards,



Jane Henson
Legal Assistant

Enclosures

FILED

07 DEC 31 PM 12:07

ARTICLES OF MERGER
Merging
KRIMBILL HOLDING COMPANY,
an Oklahoma corporation,
Into
KRIMBILL HOLDING COMPANY,
a Florida corporation

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Sections 607.1105 and 607.1107, Florida Statutes.

First: The name and jurisdiction of the surviving corporation is Krimbill Holding Company, a Florida corporation (the "Surviving Corp"), 216 Rue Caribe, Destin, Florida 32550.

Second: The name and jurisdiction of each merging corporation is:

<u>Name of Organization</u>	<u>Type of Organization</u>	<u>State of Organization</u>
Krimbill Holding Company	Corporation	Oklahoma
Krimbill Holding Company	Corporation	Florida

Third: The Plan of Merger providing for the merger of Krimbill Holding Company, an Oklahoma corporation ("OK Corp"), with and into Surviving Corp is attached hereto as **Exhibit A**.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: The Plan of Merger was duly adopted by the Board of Directors of Surviving Corp as of December 27, 2007, and, in accordance with Section 607.1104 of the Florida Business Corporation Act, shareholder approval was not required because Surviving Corp owns 100% of the issued and outstanding capital stock of OK Corp.

Sixth: The Plan of Merger was duly adopted by the Board of Directors of OK Corp as of December 27, 2007, and shareholder approval was not required.

IN WITNESS WHEREOF, each of Florida Corp and OK Corp has caused these Articles of Merger to be signed in its name by its President and attested by its Secretary as of the 27th day of December, 2007.

KRIMBILL HOLDING COMPANY, a Florida
corporation

By: H. Michael Krimbill
H. Michael Krimbill, President

Attest:

Laurie B. Krimbill
Laurie B. Krimbill, Secretary

KRIMBILL HOLDING COMPANY, an
Oklahoma corporation

By: H. Michael Krimbill
H. Michael Krimbill, President

Attest:

Laurie B. Krimbill
Laurie B. Krimbill, Secretary

EXHIBIT A

PLAN OF MERGER
Between
KRIMBILL HOLDING COMPANY,
a Florida corporation
And
KRIMBILL HOLDING COMPANY,
an Oklahoma corporation

THIS PLAN OF MERGER is made as of the 27th day of December, 2007, by KRIMBILL HOLDING COMPANY, a Florida corporation ("Florida Corp").

WHEREAS, Florida Corp owns 100% of the issued and outstanding capital stock of Krimbill Holding Company, an Oklahoma corporation ("OK Corp"); and

WHEREAS, the Board of Directors of Florida Corp deemed it advisable and to the benefit of Florida Corp and its shareholders to merge OK Corp with and into Florida Corp, with Florida Corp as the survivor, as hereinafter specified and in accordance with the applicable laws of the States of Florida and Oklahoma.

NOW, THEREFORE, Florida Corp does hereby prescribe the terms and conditions of the merger and of carrying the same into effect as follows:

The terms and conditions of the merger and the mode of carrying the same into effect are as follows:

ARTICLE I

1. The name and state of incorporation of each constituent corporation are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Krimbill Holding Company	Florida
Krimbill Holding Company	Oklahoma

2. The terms and conditions of the merger are as follows:

(a) Upon the filing of a Certificate of Ownership and Merger with the Oklahoma Secretary of State and Articles of Merger with the Florida Department of State, which shall be the "Effective Time," OK Corp shall be merged with and into Florida Corp, and Florida Corp shall be the surviving corporation.

(b) The Articles of Incorporation of Florida Corp shall be and remain the articles of incorporation of the surviving corporation.

(c) The bylaws of Florida Corp, as in effect immediately prior to the Effective Time, shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided or as otherwise provided by law.

(d) At the Effective Time, the members of the board of directors and the officers of Florida Corp shall be and remain the members of the board of directors and the officers, respectively, of the surviving corporation, each to serve until the next annual meeting of Florida Corp's shareholders or board of directors, as applicable, and until his or her successor is duly elected and qualified.

(e) This merger shall become effective at the Effective Time.

ARTICLE II

At the Effective Time, OK Corp shall be merged with and into Florida Corp pursuant to Section 1083 of the Oklahoma General Corporation Act and Sections 607.1104 and 607.1107 of the Florida Business Corporation Act (the "Florida Act"), the separate existence of OK Corp shall cease, and Florida Corp shall continue in existence; such merger shall in all respects have the effect provided for a statutory merger under the laws of the States of Oklahoma and Florida.

ARTICLE III

At the Effective Time, all issued and outstanding capital stock of OK Corp shall be canceled, without conversion or exchange. Each of the shares of Florida Corp capital stock issued and outstanding immediately prior to the Effective Time shall continue to be the issued and outstanding shares of capital stock of the surviving corporation.

ARTICLE IV

This Plan of Merger shall be approved by the board of directors of Florida Corp. No further corporate action is required to adopt this Plan of Merger. After approval by the board of directors of Florida Corp, a Certificate of Ownership and Merger and Articles of Merger, as applicable, shall be filed as required by the respective laws of the States of Oklahoma and Florida. Shareholders of OK Corp who, except for the applicability of Section 607.1104 of the Florida Act, would be entitled to vote and who dissent from the merger pursuant to Section 607.1321, may be entitled, if they comply with the provisions of the Florida Act regarding appraisal rights, to be paid the fair value of their shares. Further, Florida Corp, as the sole shareholder of OK Corp, hereby waives the mailing requirement set forth in Section 607.1104(2) of the Florida Act.

IN WITNESS WHEREOF, Florida Corp has caused this Plan of Merger to be signed in its name by its President and attested by its Secretary as of the date first above written.

KRIMBILL HOLDING COMPANY

Attest:

By: H. Michael Krimbill
H. Michael Krimbill, President

Laurie B. Krimbill
Laurie B. Krimbill, Secretary